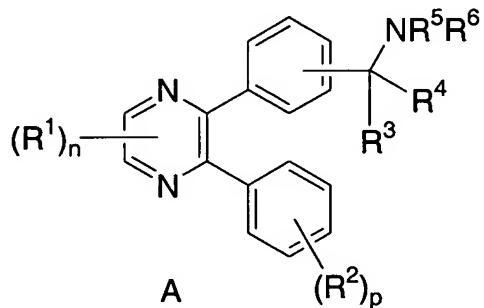


In the claims:

1. (original) A compound of the Formula A:



wherein:

a is 0 or 1;
b is 0 or 1;
m is 0, 1 or 2;
n is 0, 1 or 2;
p is 0, 1 or 2;
r is 0 or 1;
s is 0 or 1;
t is 2, 3, 4, 5 or 6;

R¹ is independently selected from:

- 1) (C=O)_aO_bC₁-C₁₀ alkyl,
- 2) (C=O)_aO_baryl,
- 3) C₂-C₁₀ alkenyl,
- 4) C₂-C₁₀ alkynyl,
- 5) (C=O)_aO_b heterocyclyl,
- 6) (C=O)_aO_bC₃-C₈ cycloalkyl,
- 7) CO₂H,
- 8) halo,

- 9) CN,
- 10) OH,
- 11) $O_bC_1-C_6$ perfluoroalkyl,
- 12) $O_a(C=O)_bNR^7R^8$,
- 13) $NR^c(C=O)NR^7R^8$,
- 14) $S(O)_mR^a$,
- 15) $S(O)_2NR^7R^8$,
- 16) $NR^cS(O)_mR^a$,
- 17) oxo,
- 18) CHO,
- 19) NO_2 ,
- 20) $NR^c(C=O)O_bR^a$,
- 21) $O(C=O)O_bC_1-C_{10}$ alkyl,
- 22) $O(C=O)O_bC_3-C_8$ cycloalkyl,
- 23) $O(C=O)O_b$ aryl, and
- 24) $O(C=O)O_b$ -heterocycle,

said alkyl, aryl, alkenyl, alkynyl, heterocyclyl, and cycloalkyl optionally substituted with one or more substituents selected from R^Z;

R² is independently selected from:

- 1) $(C=O)_aO_bC_1-C_{10}$ alkyl,
- 2) $(C=O)_aO_b$ aryl,
- 3) C_2-C_{10} alkenyl,
- 4) C_2-C_{10} alkynyl,
- 5) $(C=O)_aO_b$ heterocyclyl,
- 6) $(C=O)_aO_bC_3-C_8$ cycloalkyl,
- 7) CO₂H,
- 8) halo,
- 9) CN,
- 10) OH,
- 11) $O_bC_1-C_6$ perfluoroalkyl,
- 12) $O_a(C=O)_bNR^7R^8$,

- 13) $\text{NR}^c(\text{C}=\text{O})\text{NR}^7\text{R}^8$,
- 14) $\text{S}(\text{O})_m\text{R}^a$,
- 15) $\text{S}(\text{O})_2\text{NR}^7\text{R}^8$,
- 16) $\text{NR}^c\text{S}(\text{O})_m\text{R}^a$,
- 17) CHO ,
- 18) NO_2 ,
- 19) $\text{NR}^c(\text{C}=\text{O})\text{O}_b\text{R}^a$,
- 20) $\text{O}(\text{C}=\text{O})\text{O}_b\text{C}_1\text{-C}_{10}$ alkyl,
- 21) $\text{O}(\text{C}=\text{O})\text{O}_b\text{C}_3\text{-C}_8$ cycloalkyl,
- 22) $\text{O}(\text{C}=\text{O})\text{O}_b$ aryl, and
- 23) $\text{O}(\text{C}=\text{O})\text{O}_b$ -heterocycle,

said alkyl, aryl, alkenyl, alkynyl, heterocyclyl, and cycloalkyl optionally substituted with one, two or three substituents selected from R^z ;

R^3 and R^4 are independently selected from: H, C₁-C₆-alkyl and C₁-C₆-perfluoroalkyl, or

R^3 and R^4 are combined to form $-(\text{CH}_2)_t-$ wherein one of the carbon atoms is optionally replaced by a moiety selected from O, $\text{S}(\text{O})_m$, $-\text{N}(\text{R}^b)\text{C}(\text{O})-$, and $-\text{N}(\text{COR}^a)-$;

R^5 and R^6 are independently selected from:

- 1) H,
- 2) $(\text{C}=\text{O})\text{O}_b\text{R}^a$,
- 3) C₁-C₁₀ alkyl,
- 4) aryl,
- 5) C₂-C₁₀ alkenyl,
- 6) C₂-C₁₀ alkynyl,
- 7) heterocyclyl,
- 8) C₃-C₈ cycloalkyl,
- 9) SO_2R^a , and
- 10) $(\text{C}=\text{O})\text{N}(\text{R}^b)_2$,

said alkyl, cycloalkyl, aryl, heterocylyl, alkenyl, and alkynyl is optionally substituted with one or more substituents selected from R^Z, or

R⁵ and R⁶ can be taken together with the nitrogen to which they are attached to form a monocyclic or bicyclic heterocycle with 5-7 members in each ring and optionally containing, in addition to the nitrogen, one or two additional heteroatoms selected from N, O and S, said monocyclic or bicyclic heterocycle optionally substituted with Q and also optionally substituted with one or more substituents selected from R^Z;

R⁷ and R⁸ are independently selected from:

- 1) H,
- 2) (C=O)ObC₁-C₁₀ alkyl,
- 3) (C=O)ObC₃-C₈ cycloalkyl,
- 4) (C=O)Obaryl,
- 5) (C=O)Obheterocyclyl,
- 6) C₁-C₁₀ alkyl,
- 7) aryl,
- 8) C₂-C₁₀ alkenyl,
- 9) C₂-C₁₀ alkynyl,
- 10) heterocyclyl,
- 11) C₃-C₈ cycloalkyl,
- 12) SO₂R^a, and
- 13) (C=O)NR^b₂,

said alkyl, cycloalkyl, aryl, heterocylyl, alkenyl, and alkynyl is optionally substituted with one or more substituents selected from R^Z, or

R⁷ and R⁸ can be taken together with the nitrogen to which they are attached to form a monocyclic or bicyclic heterocycle with 5-7 members in each ring and optionally containing, in addition to the nitrogen, one or two additional heteroatoms selected from N, O and S, said monocyclic or bicyclic heterocycle optionally substituted with one or more substituents selected from R^Z;

R^z is selected from:

- 1) (C=O)_rO_s(C₁-C₁₀)alkyl,
- 2) O_r(C₁-C₃)perfluoroalkyl,
- 3) (C₀-C₆)alkylene-S(O)_mR^a,
- 4) oxo,
- 5) OH,
- 6) halo,
- 7) CN,
- 8) (C=O)_rO_s(C₂-C₁₀)alkenyl,
- 9) (C=O)_rO_s(C₂-C₁₀)alkynyl,
- 10) (C=O)_rO_s(C₃-C₆)cycloalkyl,
- 11) (C=O)_rO_s(C₀-C₆)alkylene-aryl,
- 12) (C=O)_rO_s(C₀-C₆)alkylene-heterocyclyl,
- 13) (C=O)_rO_s(C₀-C₆)alkylene-N(R^b)₂,
- 14) C(O)R^a,
- 15) (C₀-C₆)alkylene-CO₂R^a,
- 16) C(O)H,
- 17) (C₀-C₆)alkylene-CO₂H,
- 18) C(O)N(R^b)₂,
- 19) S(O)_mR^a,
- 20) S(O)₂N(R^b)₂
- 21) NRC(C=O)O_bR^a,
- 22) O(C=O)O_bC₁-C₁₀ alkyl,
- 23) O(C=O)O_bC₃-C₈ cycloalkyl,
- 24) O(C=O)Obaryl, and
- 25) O(C=O)Ob-heterocycle,

said alkyl, alkenyl, alkynyl, cycloalkyl, aryl, and heterocyclyl is optionally substituted with up to three substituents selected from R^b, OH, (C₁-C₆)alkoxy, halogen, CO₂H, CN, O(C=O)C₁-C₆ alkyl, oxo, and N(R^b)₂;

R^a is substituted or unsubstituted (C₁-C₆)alkyl, substituted or unsubstituted (C₂-C₆)alkenyl, substituted or unsubstituted (C₂-C₆)alkynyl, substituted or unsubstituted (C₃-C₆)cycloalkyl,

substituted or unsubstituted aryl, (C₁-C₆)perfluoroalkyl, 2,2,2-trifluoroethyl, or substituted or unsubstituted heterocycl; and

R^b is H, (C₁-C₆)alkyl, substituted or unsubstituted aryl, substituted or unsubstituted benzyl, substituted or unsubstituted heterocycl, (C₃-C₆)cycloalkyl, (C=O)OC₁-C₆ alkyl, (C=O)C₁-C₆ alkyl or S(O)₂R^a;

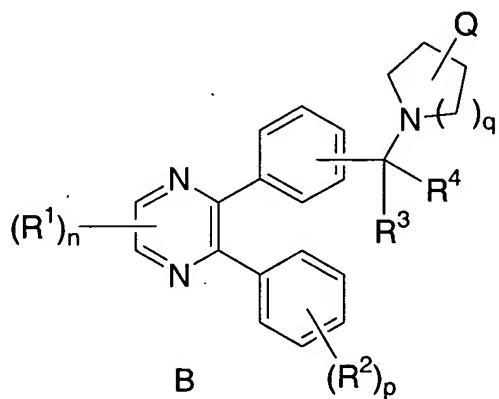
R^c is selected from:

- 1) H,
- 2) C₁-C₁₀ alkyl,
- 3) aryl,
- 4) C₂-C₁₀ alkenyl,
- 5) C₂-C₁₀ alkynyl,
- 6) heterocycl,
- 7) C₃-C₈ cycloalkyl,
- 8) C₁-C₆ perfluoroalkyl,

said alkyl, cycloalkyl, aryl, heterocycl, alkenyl, and alkynyl is optionally substituted with one or more substituents selected from R^Z;

or a pharmaceutically acceptable salt or a stereoisomer thereof.

2. (original) A compound of the Formula B:



wherein:

a is 0 or 1;
b is 0 or 1;
m is 0, 1 or 2;
n is 0, 1 or 2;
p is 0, 1 or 2;
q is 0, 1, 2, 3 or 4;
r is 0 or 1;
s is 0 or 1;
t is 2, 3, 4, 5 or 6;

Q is selected from: -NR⁷R⁸, aryl and heterocyclyl, said aryl and heterocyclyl optionally substituted with one to three substituents selected from R²;

R¹ is independently selected from:

- 1) (C=O)_aO_bC₁-C₁₀ alkyl,
- 2) (C=O)_aO_baryl,
- 3) C₂-C₁₀ alkenyl,
- 4) C₂-C₁₀ alkynyl,
- 5) (C=O)_aO_b heterocyclyl,
- 6) (C=O)_aO_bC₃-C₈ cycloalkyl,
- 7) CO₂H,
- 8) halo,
- 9) CN,
- 10) OH,
- 11) O_bC₁-C₆ perfluoroalkyl,
- 12) O_a(C=O)_bNR⁷R⁸,
- 13) NRC(C=O)NR⁷R⁸,
- 14) S(O)_mR^a,
- 15) S(O)₂NR⁷R⁸,

- 16) $\text{NR}^c\text{S(O)}_m\text{R}^a$,
- 17) oxo,
- 18) CHO ,
- 19) NO_2 ,
- 20) $\text{NR}^c(\text{C=O})\text{O}_b\text{R}^a$,
- 21) $\text{O}(\text{C=O})\text{O}_b\text{C}_1\text{-C}_{10}$ alkyl,
- 22) $\text{O}(\text{C=O})\text{O}_b\text{C}_3\text{-C}_8$ cycloalkyl,
- 23) $\text{O}(\text{C=O})\text{O}_b$ aryl, and
- 24) $\text{O}(\text{C=O})\text{O}_b$ -heterocycle,

said alkyl, aryl, alkenyl, alkynyl, heterocyclyl, and cycloalkyl optionally substituted with one or more substituents selected from R^Z ;

R^2 is independently selected from:

- 1) $(\text{C=O})_a\text{O}_b\text{C}_1\text{-C}_{10}$ alkyl,
- 2) $(\text{C=O})_a\text{O}_b$ aryl,
- 3) $\text{C}_2\text{-C}_{10}$ alkenyl,
- 4) $\text{C}_2\text{-C}_{10}$ alkynyl,
- 5) $(\text{C=O})_a\text{O}_b$ heterocyclyl,
- 6) $(\text{C=O})_a\text{O}_b\text{C}_3\text{-C}_8$ cycloalkyl,
- 7) CO_2H ,
- 8) halo,
- 9) CN ,
- 10) OH ,
- 11) $\text{O}_b\text{C}_1\text{-C}_6$ perfluoroalkyl,
- 12) $\text{O}_a(\text{C=O})_b\text{N}\text{R}^7\text{R}^8$,
- 13) $\text{N}\text{R}^c(\text{C=O})\text{N}\text{R}^7\text{R}^8$,
- 14) $\text{S(O)}_m\text{R}^a$,
- 15) $\text{S(O)}_2\text{N}\text{R}^7\text{R}^8$,
- 16) $\text{N}\text{R}^c\text{S(O)}_m\text{R}^a$,
- 17) CHO ,
- 18) NO_2 ,
- 19) $\text{N}\text{R}^c(\text{C=O})\text{O}_b\text{R}^a$,

- 20) $O(C=O)O_bC_1-C_{10}$ alkyl,
- 21) $O(C=O)O_bC_3-C_8$ cycloalkyl,
- 22) $O(C=O)O_b$ aryl, and
- 23) $O(C=O)O_b$ -heterocycle,

said alkyl, aryl, alkenyl, alkynyl, heterocyclyl, and cycloalkyl optionally substituted with one, two or three substituents selected from R^Z ;

R^3 and R^4 are independently selected from: H, C_1-C_6 -alkyl and C_1-C_6 -perfluoroalkyl, or

R^3 and R^4 are combined to form $-(CH_2)_t-$ wherein one of the carbon atoms is optionally replaced by a moiety selected from O, $S(O)_m$, $-N(R^b)C(O)-$, and $-N(COR^a)-$;

R^7 and R^8 are independently selected from:

- 1) H,
- 2) $(C=O)O_bC_1-C_{10}$ alkyl,
- 3) $(C=O)O_bC_3-C_8$ cycloalkyl,
- 4) $(C=O)O_b$ aryl,
- 5) $(C=O)O_b$ heterocyclyl,
- 6) C_1-C_{10} alkyl,
- 7) aryl,
- 8) C_2-C_{10} alkenyl,
- 9) C_2-C_{10} alkynyl,
- 10) heterocyclyl,
- 11) C_3-C_8 cycloalkyl,
- 12) SO_2R^a , and
- 13) $(C=O)NR^b_2$,

said alkyl, cycloalkyl, aryl, heterocyclyl, alkenyl, and alkynyl is optionally substituted with one or more substituents selected from R^Z , or

R^7 and R^8 can be taken together with the nitrogen to which they are attached to form a monocyclic or bicyclic heterocycle with 5-7 members in each ring and optionally containing, in

addition to the nitrogen, one or two additional heteroatoms selected from N, O and S, said monocyclic or bicyclic heterocycle optionally substituted with one or more substituents selected from R^z;

R^z is selected from:

- 1) (C=O)_rO_s(C₁-C₁₀)alkyl,
- 2) O_r(C₁-C₃)perfluoroalkyl,
- 3) (C₀-C₆)alkylene-S(O)_mR^a,
- 4) oxo,
- 5) OH,
- 6) halo,
- 7) CN,
- 8) (C=O)_rO_s(C₂-C₁₀)alkenyl,
- 9) (C=O)_rO_s(C₂-C₁₀)alkynyl,
- 10) (C=O)_rO_s(C₃-C₆)cycloalkyl,
- 11) (C=O)_rO_s(C₀-C₆)alkylene-aryl,
- 12) (C=O)_rO_s(C₀-C₆)alkylene-heterocyclyl,
- 13) (C=O)_rO_s(C₀-C₆)alkylene-N(R^b)₂,
- 14) C(O)R^a,
- 15) (C₀-C₆)alkylene-CO₂R^a,
- 16) C(O)H,
- 17) (C₀-C₆)alkylene-CO₂H,
- 18) C(O)N(R^b)₂,
- 19) S(O)_mR^a,
- 20) S(O)₂N(R^b)₂
- 20) NR^c(C=O)O_bR^a,
- 21) O(C=O)O_bC₁-C₁₀ alkyl,
- 22) O(C=O)O_bC₃-C₈ cycloalkyl,
- 23) O(C=O)O_baryl, and
- 24) O(C=O)O_b-heterocycle,

said alkyl, alkenyl, alkynyl, cycloalkyl, aryl, and heterocyclyl is optionally substituted with up to three substituents selected from R^b, OH, (C₁-C₆)alkoxy, halogen, CO₂H, CN, O(C=O)C₁-C₆ alkyl, oxo, and N(R^b)₂;

R^a is (C₁-C₆)alkyl, (C₂-C₆)alkenyl, (C₂-C₆)alkynyl, (C₃-C₆)cycloalkyl, substituted or unsubstituted aryl, (C₁-C₆)perfluoroalkyl, 2,2,2-trifluoroethyl, or substituted or unsubstituted heterocyclyl; and

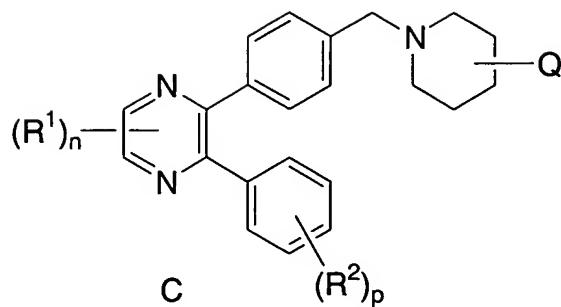
R^b is H, (C₁-C₆)alkyl, aryl, heterocyclyl, (C₃-C₆)cycloalkyl, (C=O)OC₁-C₆ alkyl, (C=O)C₁-C₆ alkyl or S(O)₂R^a;

R^c is selected from:

- 1) H,
- 2) C₁-C₁₀ alkyl,
- 3) aryl,
- 4) C₂-C₁₀ alkenyl,
- 5) C₂-C₁₀ alkynyl,
- 6) heterocyclyl,
- 7) C₃-C₈ cycloalkyl,
- 8) C₁-C₆ perfluoroalkyl,

said alkyl, cycloalkyl, aryl, heterocyclyl, alkenyl, and alkynyl is optionally substituted with one or more substituents selected from R^z;
or a pharmaceutically acceptable salt or a stereoisomer thereof.

3. (original) The compound according to Claim 2 of the Formula C:



wherein:

a is 0 or 1;
b is 0 or 1;
m is 0, 1 or 2;
n is 0, 1 or 2;
p is 0, 1 or 2;
r is 0 or 1;
s is 0 or 1;

Q is selected from: -NR⁷R⁸ and heterocyclyl, the heterocyclyl optionally substituted with one or two R²;

R¹ is independently selected from:

- 1) (C=O)_aO_bC₁-C₁₀ alkyl,
- 2) (C=O)_aO_baryl,
- 3) C₂-C₁₀ alkenyl,
- 4) C₂-C₁₀ alkynyl,
- 5) (C=O)_aO_b heterocyclyl,
- 6) (C=O)_aO_bC₃-C₈ cycloalkyl,
- 7) CO₂H,
- 8) halo,
- 9) CN,

- 10) OH,
- 11) $O_bC_1\text{-}C_6$ perfluoroalkyl,
- 12) $O_a(C=O)_bNR^7R^8$,
- 13) $NR^c(C=O)NR^7R^8$,
- 14) $S(O)_mR^a$,
- 15) $S(O)_2NR^7R^8$,
- 16) $NR^cS(O)_mR^a$,
- 17) oxo,
- 18) CHO,
- 19) NO₂,
- 20) $NR^c(C=O)O_bR^a$,
- 21) $O(C=O)O_bC_1\text{-}C_{10}$ alkyl,
- 22) $O(C=O)O_bC_3\text{-}C_8$ cycloalkyl,
- 23) $O(C=O)O_b$ aryl, and
- 24) $O(C=O)O_b$ -heterocycle,

said alkyl, aryl, alkenyl, alkynyl, heterocyclyl, and cycloalkyl optionally substituted with one or more substituents selected from R_Z;

R₂ is independently selected from:

- 1) $(C=O)_aO_bC_1\text{-}C_{10}$ alkyl,
- 2) $(C=O)_aO_b$ aryl,
- 3) C₂-C₁₀ alkenyl,
- 4) C₂-C₁₀ alkynyl,
- 5) $(C=O)_aO_b$ heterocyclyl,
- 6) $(C=O)_aO_bC_3\text{-}C_8$ cycloalkyl,
- 7) CO₂H,
- 8) halo,
- 9) CN,
- 10) OH,
- 11) $O_bC_1\text{-}C_6$ perfluoroalkyl,
- 12) $O_a(C=O)_bNR^7R^8$,
- 13) $NR^c(C=O)NR^7R^8$,

- 14) $S(O)_mR^a$,
- 15) $S(O)_2NR^7R^8$,
- 16) $NR^cS(O)_mR^a$,
- 17) CHO ,
- 18) NO_2 ,
- 19) $NR^c(C=O)ObR^a$,
- 20) $O(C=O)ObC_1-C_{10}$ alkyl,
- 22) $O(C=O)ObC_3-C_8$ cycloalkyl,
- 23) $O(C=O)Obaryl$, and
- 24) $O(C=O)Ob$ -heterocycle,

said alkyl, aryl, alkenyl, alkynyl, heterocyclyl, and cycloalkyl optionally substituted with one, two or three substituents selected from R^z ;

R^7 and R^8 are independently selected from:

- 1) H ,
- 2) $(C=O)ObC_1-C_{10}$ alkyl,
- 3) $(C=O)ObC_3-C_8$ cycloalkyl,
- 4) $(C=O)Obaryl$,
- 5) $(C=O)Ob$ -heterocyclyl,
- 6) C_1-C_{10} alkyl,
- 7) aryl,
- 8) C_2-C_{10} alkenyl,
- 9) C_2-C_{10} alkynyl,
- 10) heterocyclyl,
- 11) C_3-C_8 cycloalkyl,
- 12) SO_2R^a , and
- 13) $(C=O)NR^b_2$,

said alkyl, cycloalkyl, aryl, heterocyclyl, alkenyl, and alkynyl is optionally substituted with one or more substituents selected from R^z , or

R^7 and R^8 can be taken together with the nitrogen to which they are attached to form a monocyclic or bicyclic heterocycle with 5-7 members in each ring and optionally containing, in

addition to the nitrogen, one or two additional heteroatoms selected from N, O and S, said monocyclic or bicyclic heterocycle optionally substituted with one or more substituents selected from R^Z;

R^Z is selected from:

- 1) (C=O)_rO_s(C₁-C₁₀)alkyl,
- 2) O_r(C₁-C₃)perfluoroalkyl,
- 3) (C₀-C₆)alkylene-S(O)_mR^a,
- 4) oxo,
- 5) OH,
- 6) halo,
- 7) CN,
- 8) (C=O)_rO_s(C₂-C₁₀)alkenyl,
- 9) (C=O)_rO_s(C₂-C₁₀)alkynyl,
- 10) (C=O)_rO_s(C₃-C₆)cycloalkyl,
- 11) (C=O)_rO_s(C₀-C₆)alkylene-aryl,
- 12) (C=O)_rO_s(C₀-C₆)alkylene-heterocyclyl,
- 13) (C=O)_rO_s(C₀-C₆)alkylene-N(R^b)₂,
- 14) C(O)R^a,
- 15) (C₀-C₆)alkylene-CO₂R^a,
- 16) C(O)H,
- 17) (C₀-C₆)alkylene-CO₂H,
- 18) C(O)N(R^b)₂,
- 19) S(O)_mR^a,
- 20) S(O)₂NR⁹R¹⁰
- 21) NR^c(C=O)O_bR^a,
- 22) O(C=O)O_bC₁-C₁₀ alkyl,
- 23) O(C=O)O_bC₃-C₈ cycloalkyl,
- 24) O(C=O)O_baryl, and
- 25) O(C=O)O_b-heterocycle,

said alkyl, alkenyl, alkynyl, cycloalkyl, aryl, and heterocyclyl is optionally substituted with up to three substituents selected from R^b, OH, (C₁-C₆)alkoxy, halogen, CO₂H, CN, O(C=O)C₁-C₆ alkyl, oxo, and N(R^b)₂;

R^a is (C₁-C₆)alkyl, (C₂-C₆)alkenyl, (C₂-C₆)alkynyl, (C₃-C₆)cycloalkyl, substituted or unsubstituted aryl, (C₁-C₆)perfluoroalkyl, 2,2,2-trifluoroethyl, or substituted or unsubstituted heterocyclyl; and

R^b is H, (C₁-C₆)alkyl, aryl, heterocyclyl, (C₃-C₆)cycloalkyl, (C=O)OC₁-C₆ alkyl, (C=O)C₁-C₆ alkyl or S(O)₂R^a;

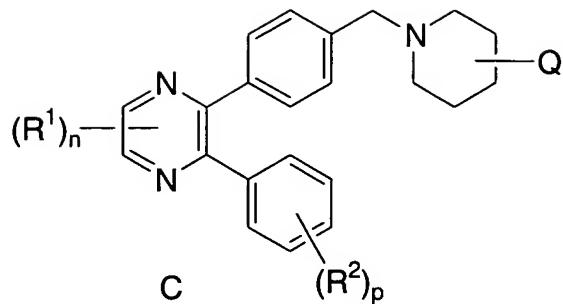
R^c is selected from:

- 1) H,
- 2) C₁-C₁₀ alkyl,
- 3) aryl,
- 4) C₂-C₁₀ alkenyl,
- 5) C₂-C₁₀ alkynyl,
- 6) heterocyclyl,
- 7) C₃-C₈ cycloalkyl,
- 8) C₁-C₆ perfluoroalkyl,

said alkyl, cycloalkyl, aryl, heterocyclyl, alkenyl, and alkynyl is optionally substituted with one or more substituents selected from R^z;

or a pharmaceutically acceptable salt or a stereoisomer thereof.

4. (original) The compound according to Claim 2 of the Formula C:



wherein:

a is 0 or 1;
b is 0 or 1;
m is 0, 1 or 2;
n is 0, 1 or 2;
p is 0, 1 or 2;
r is 0 or 1;
s is 0 or 1;

Q is selected from: -NR⁷R⁸, phenyl, benzimidazolyl, benzimidazolonyl, quinolinyl and isoquinolinyl, the benzimidazolyl, benzimidazolonyl, quinolinyl and isoquinolinyl optionally substituted with R²;

R¹ is independently selected from:

- 1) (C=O)_aO_bC₁-C₁₀ alkyl,
- 2) (C=O)_aO_baryl,
- 3) C₂-C₁₀ alkenyl,
- 4) C₂-C₁₀ alkynyl,
- 5) (C=O)_aO_b heterocyclyl,
- 6) (C=O)_aO_bC₃-C₈ cycloalkyl,
- 7) CO₂H,
- 8) halo,

- 9) CN,
- 10) OH,
- 11) $O_bC_1-C_6$ perfluoroalkyl,
- 12) $O_a(C=O)_bNR^7R^8$,
- 13) $NR^c(C=O)NR^7R^8$,
- 14) $S(O)_mR^a$,
- 15) $S(O)_2NR^7R^8$,
- 16) $NR^cS(O)_mR^a$,
- 17) oxo,
- 18) CHO,
- 19) NO₂,
- 20) $NR^c(C=O)O_bR^a$,
- 21) $O(C=O)O_bC_1-C_{10}$ alkyl,
- 22) $O(C=O)O_bC_3-C_8$ cycloalkyl,
- 23) $O(C=O)O_b$ aryl, and
- 24) $O(C=O)O_b$ -heterocycle,

said alkyl, aryl, alkenyl, alkynyl, heterocyclyl, and cycloalkyl optionally substituted with one or more substituents selected from R₂;

R₂ is independently selected from:

- 1) $(C=O)_aO_bC_1-C_{10}$ alkyl,
- 2) $(C=O)_aO_b$ aryl,
- 3) C_2-C_{10} alkenyl,
- 4) C_2-C_{10} alkynyl,
- 5) $(C=O)_aO_b$ heterocyclyl,
- 6) $(C=O)_aO_bC_3-C_8$ cycloalkyl,
- 7) CO₂H,
- 8) halo,
- 9) CN,
- 10) OH,
- 11) $O_bC_1-C_6$ perfluoroalkyl,
- 12) $O_a(C=O)_bNR^7R^8$,

- 13) $\text{NR}^c(\text{C}=\text{O})\text{NR}^7\text{R}^8$,
- 14) $\text{S}(\text{O})_m\text{R}^a$,
- 15) $\text{S}(\text{O})_2\text{NR}^7\text{R}^8$,
- 16) $\text{NR}^c\text{S}(\text{O})_m\text{R}^a$,
- 17) CHO ,
- 18) NO_2 ,
- 19) $\text{NR}^c(\text{C}=\text{O})\text{O}_b\text{R}^a$,
- 20) $\text{O}(\text{C}=\text{O})\text{O}_b\text{C}_1\text{-C}_{10}$ alkyl,
- 21) $\text{O}(\text{C}=\text{O})\text{O}_b\text{C}_3\text{-C}_8$ cycloalkyl,
- 22) $\text{O}(\text{C}=\text{O})\text{O}_b$ aryl, and
- 23) $\text{O}(\text{C}=\text{O})\text{O}_b$ -heterocycle,

said alkyl, aryl, alkenyl, alkynyl, heterocyclyl, and cycloalkyl optionally substituted with one, two or three substituents selected from R^z ;

R^7 and R^8 are independently selected from:

- 1) H,
- 2) $(\text{C}=\text{O})\text{O}_b\text{C}_1\text{-C}_{10}$ alkyl,
- 3) $(\text{C}=\text{O})\text{O}_b\text{C}_3\text{-C}_8$ cycloalkyl,
- 4) $(\text{C}=\text{O})\text{O}_b$ aryl,
- 5) $(\text{C}=\text{O})\text{O}_b$ heterocyclyl,
- 6) $\text{C}_1\text{-C}_{10}$ alkyl,
- 7) aryl,
- 8) $\text{C}_2\text{-C}_{10}$ alkenyl,
- 9) $\text{C}_2\text{-C}_{10}$ alkynyl,
- 10) heterocyclyl,
- 11) $\text{C}_3\text{-C}_8$ cycloalkyl,
- 12) SO_2R^a , and
- 13) $(\text{C}=\text{O})\text{N}\text{R}^b_2$,

said alkyl, cycloalkyl, aryl, heterocyclyl, alkenyl, and alkynyl is optionally substituted with one or more substituents selected from R^z , or

R⁷ and R⁸ can be taken together with the nitrogen to which they are attached to form a monocyclic or bicyclic heterocycle with 5-7 members in each ring and optionally containing, in addition to the nitrogen, one or two additional heteroatoms selected from N, O and S, said monocyclic or bicyclic heterocycle optionally substituted with one or more substituents selected from R²;

R² is selected from:

- 1) (C=O)_rO_s(C₁-C₁₀)alkyl,
- 2) O_r(C₁-C₃)perfluoroalkyl,
- 3) (C₀-C₆)alkylene-S(O)_mR^a,
- 4) oxo,
- 5) OH,
- 6) halo,
- 7) CN,
- 8) (C=O)_rO_s(C₂-C₁₀)alkenyl,
- 9) (C=O)_rO_s(C₂-C₁₀)alkynyl,
- 10) (C=O)_rO_s(C₃-C₆)cycloalkyl,
- 11) (C=O)_rO_s(C₀-C₆)alkylene-aryl,
- 12) (C=O)_rO_s(C₀-C₆)alkylene-heterocyclyl,
- 13) (C=O)_rO_s(C₀-C₆)alkylene-N(R^b)₂,
- 14) C(O)R^a,
- 15) (C₀-C₆)alkylene-CO₂R^a,
- 16) C(O)H,
- 17) (C₀-C₆)alkylene-CO₂H,
- 18) C(O)N(R^b)₂,
- 19) S(O)_mR^a,
- 20) S(O)₂NR⁹R¹⁰
- 21) NR^c(C=O)O_bR^a,
- 22) O(C=O)O_bC₁-C₁₀ alkyl,
- 23) O(C=O)O_bC₃-C₈ cycloalkyl,
- 24) O(C=O)O_baryl, and
- 25) O(C=O)O_b-heterocycle,

said alkyl, alkenyl, alkynyl, cycloalkyl, aryl, and heterocyclyl is optionally substituted with up to three substituents selected from R^b, OH, (C₁-C₆)alkoxy, halogen, CO₂H, CN, O(C=O)C₁-C₆ alkyl, oxo, and N(R^b)₂;

R^a is (C₁-C₆)alkyl, (C₃-C₆)cycloalkyl, aryl, or heterocyclyl; and

R^b is H, (C₁-C₆)alkyl, aryl, heterocyclyl, (C₃-C₆)cycloalkyl, (C=O)OC₁-C₆ alkyl, (C=O)C₁-C₆ alkyl or S(O)₂R^a;

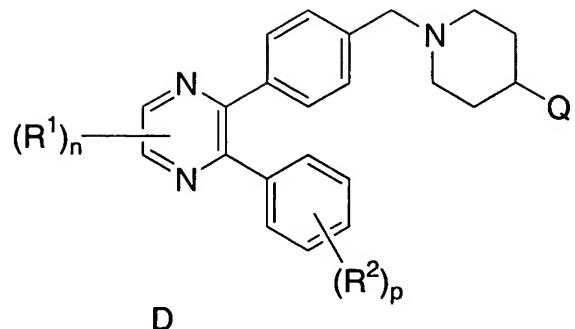
R^c is selected from:

- 1) H,
- 2) C₁-C₁₀ alkyl,
- 3) aryl,
- 4) C₂-C₁₀ alkenyl,
- 5) C₂-C₁₀ alkynyl,
- 6) heterocyclyl,
- 7) C₃-C₈ cycloalkyl,
- 8) C₁-C₆ perfluoroalkyl,

said alkyl, cycloalkyl, aryl, heterocyclyl, alkenyl, and alkynyl is optionally substituted with one or more substituents selected from R^c;

or a pharmaceutically acceptable salt or a stereoisomer thereof.

5. (original) The compound according to Claim 4 of the Formula D:



wherein:

a is 0 or 1;

b is 0 or 1;

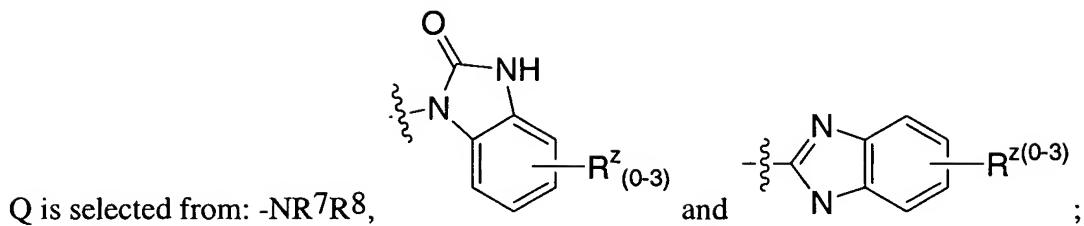
m is 0, 1 or 2;

n is 0, 1 or 2;

p is 0, 1 or 2;

r is 0 or 1;

s is 0 or 1;



Q is selected from: -NR⁷R⁸,

R¹ is independently selected from:

- 1) (C=O)_aO_bC₁-C₁₀ alkyl,
- 2) (C=O)_aO_baryl,
- 3) C₂-C₁₀ alkenyl,
- 4) C₂-C₁₀ alkynyl,
- 5) (C=O)_aO_b heterocyclyl,
- 6) (C=O)_aO_bC₃-C₈ cycloalkyl,
- 7) CO₂H,

- 8) halo,
- 9) CN,
- 10) OH,
- 11) $O_bC_1\text{-}C_6$ perfluoroalkyl,
- 12) $O_a(C=O)_bNR^7R^8$,
- 13) $NR^c(C=O)NR^7R^8$,
- 14) $S(O)_mR^a$,
- 15) $S(O)_2NR^7R^8$,
- 16) $NR^cS(O)_mR^a$,
- 17) oxo,
- 18) CHO,
- 19) NO₂,
- 20) $NR^c(C=O)O_bR^a$,
- 21) $O(C=O)O_bC_1\text{-}C_{10}$ alkyl,
- 22) $O(C=O)O_bC_3\text{-}C_8$ cycloalkyl,
- 23) $O(C=O)O_b$ aryl, and
- 24) $O(C=O)O_b$ -heterocycle,

said alkyl, aryl, alkenyl, alkynyl, heterocyclyl, and cycloalkyl optionally substituted with one or more substituents selected from R^Z;

R² is independently selected from:

- 1) C₁-C₆ alkyl,
- 2) aryl,
- 3) heterocyclyl,
- 4) CO₂H,
- 5) halo,
- 6) CN,
- 7) OH,
- 8) $S(O)_2NR^7R^8$,

said alkyl, aryl and heterocyclyl optionally substituted with one, two or three substituents selected from R^Z;

R⁷ and R⁸ are independently selected from:

- 1) H,
- 2) (C=O)O_bC₁-C₁₀ alkyl,
- 3) (C=O)O_bC₃-C₈ cycloalkyl,
- 4) (C=O)O_baryl,
- 5) (C=O)O_bheterocyclyl,
- 6) C₁-C₁₀ alkyl,
- 7) aryl,
- 8) C₂-C₁₀ alkenyl,
- 9) C₂-C₁₀ alkynyl,
- 10) heterocyclyl,
- 11) C₃-C₈ cycloalkyl,
- 12) SO₂R^a, and
- 13) (C=O)NR^b₂,

said alkyl, cycloalkyl, aryl, heterocyclyl, alkenyl, and alkynyl is optionally substituted with one or more substituents selected from R^z, or

R⁷ and R⁸ can be taken together with the nitrogen to which they are attached to form a monocyclic or bicyclic heterocycle with 5-7 members in each ring and optionally containing, in addition to the nitrogen, one or two additional heteroatoms selected from N, O and S, said monocyclic or bicyclic heterocycle optionally substituted with one or more substituents selected from R^z;

R^z is selected from:

- 1) (C=O)_rO_s(C₁-C₁₀)alkyl,
- 2) O_r(C₁-C₃)perfluoroalkyl,
- 3) (C₀-C₆)alkylene-S(O)_mR^a,
- 4) oxo,
- 5) OH,
- 6) halo,
- 7) CN,
- 8) (C=O)_rO_s(C₂-C₁₀)alkenyl,

- 9) $(C=O)_rO_s(C_2-C_{10})$ alkynyl,
- 10) $(C=O)_rO_s(C_3-C_6)$ cycloalkyl,
- 11) $(C=O)_rO_s(C_0-C_6)$ alkylene-aryl,
- 12) $(C=O)_rO_s(C_0-C_6)$ alkylene-heterocyclyl,
- 13) $(C=O)_rO_s(C_0-C_6)$ alkylene-N(R^b)₂,
- 14) C(O)R^a,
- 15) (C_0-C_6) alkylene-CO₂R^a,
- 16) C(O)H,
- 17) (C_0-C_6) alkylene-CO₂H,
- 18) C(O)N(R^b)₂,
- 19) S(O)_mR^a, and
- 20) S(O)₂N(R^b)₂
- 21) NR^c(C=O)O_bR^a,
- 22) O(C=O)O_bC₁-C₁₀ alkyl,
- 23) O(C=O)O_bC₃-C₈ cycloalkyl,
- 24) O(C=O)O_baryl, and
- 25) O(C=O)O_b-heterocycle,

said alkyl, alkenyl, alkynyl, cycloalkyl, aryl, and heterocyclyl is optionally substituted with up to three substituents selected from R^b, OH, (C₁-C₆)alkoxy, halogen, CO₂H, CN, O(C=O)C₁-C₆ alkyl, oxo, and N(R^b)₂;

R^a is (C₁-C₆)alkyl, (C₃-C₆)cycloalkyl, aryl, or heterocyclyl; and

R^b is H, (C₁-C₆)alkyl, aryl, heterocyclyl, (C₃-C₆)cycloalkyl, (C=O)OC₁-C₆ alkyl, (C=O)C₁-C₆ alkyl or S(O)₂R^a;

R^c is selected from:

- 1) H,
- 2) C₁-C₁₀ alkyl,
- 3) aryl,
- 4) C₂-C₁₀ alkenyl,
- 5) C₂-C₁₀ alkynyl,

- 6) heterocyclyl,
- 7) C₃-C₈ cycloalkyl,
- 8) C₁-C₆ perfluoroalkyl,

said alkyl, cycloalkyl, aryl, heterocyclyl, alkenyl, and alkynyl is optionally substituted with one or more substituents selected from R₂;

or a pharmaceutically acceptable salt or a stereoisomer thereof.

6. (original) The compound according to Claim 1 which is selected from:

1-{1-[4-(6-hydroxy-5-isobutyl-3-phenylpyrazin-2-yl)benzyl]piperidin-4-yl}-1,3-dihydro-2H-benzimidazol-2-one;

1-{1-[4-(5-hydroxy-6-isobutyl-3-phenylpyrazin-2-yl)benzyl]piperidin-4-yl}-1,3-dihydro-2H-benzimidazol-2-one;

1-(1-{4-[5-hydroxy-6-(1H-indol-3-ylmethyl)-3-phenylpyrazin-2-yl]benzyl}piperidin-4-yl)-1,3-dihydro-2H-benzimidazol-2-one; and

1-(1-{4-[6-hydroxy-5-(1H-indol-3-ylmethyl)-3-phenylpyrazin-2-yl]benzyl}piperidin-4-yl)-1,3-dihydro-2H-benzimidazol-2-one;

or a pharmaceutically acceptable salt thereof.

7. (original) The TFA salts according to Claim 1 selected from:

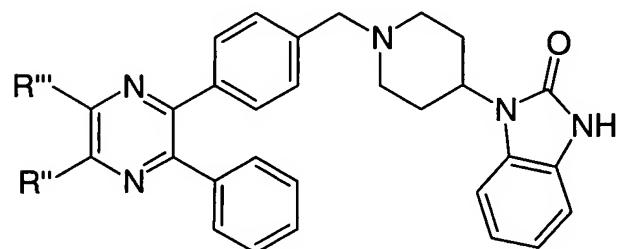
1-{1-[4-(6-hydroxy-5-isobutyl-3-phenylpyrazin-2-yl)benzyl]piperidin-4-yl}-1,3-dihydro-2H-benzimidazol-2-one;

1-{1-[4-(5-hydroxy-6-isobutyl-3-phenylpyrazin-2-yl)benzyl]piperidin-4-yl}-1,3-dihydro-2H-benzimidazol-2-one;

1-(1-{4-[5-hydroxy-6-(1H-indol-3-ylmethyl)-3-phenylpyrazin-2-yl]benzyl}piperidin-4-yl)-1,3-dihydro-2H-benzimidazol-2-one; and

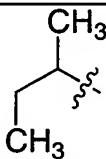
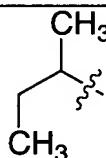
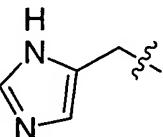
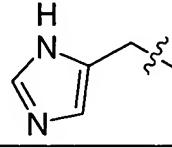
1-(1-{4-[6-hydroxy-5-(1H-indol-3-ylmethyl)-3-phenylpyrazin-2-yl]benzyl}piperidin-4-yl)-1,3-dihydro-2H-benzimidazol-2-one.

8. (original) The compound according to Claim 1 which is selected from:



R''	R'''
-OH	-CH ₂ CH(CH ₃) ₂
-CH ₂ CH(CH ₃) ₂	-OH
-OH	H
H	-OH
-OH	-CH ₂ Ph

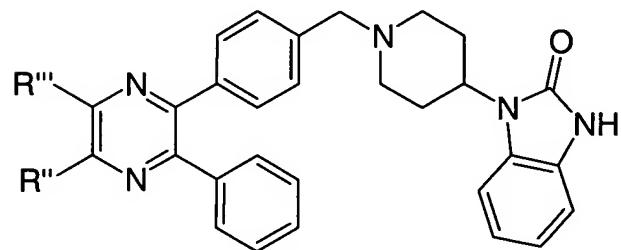
-CH₂Ph	-OH
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R''	R'''
-CH₂Ph	-OH
-OH	
	-OH
-OH	-CH₂OH
-CH₂OH	-OH
-OH	
	-OH
-OH	-CH₃

-CH₃	-OH
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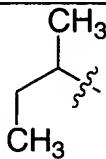
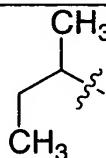
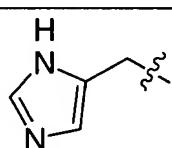
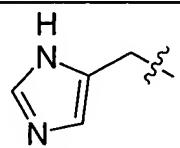
or a pharmaceutically acceptable salt or a stereoisomer thereof.

9. (original) The TFA salt according to Claim 1 selected from:



R''	R'''
-OH	-CH₂CH(CH₃)₂
-CH₂CH(CH₃)₂	-OH
-OH	H
H	-OH
-OH	-CH₂Ph

-CH₂Ph	-OH
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R''	R'''
-CH₂Ph	-OH
-OH	
	-OH
-OH	-CH₂OH
-CH₂OH	-OH
-OH	
	-OH
-OH	-CH₃

-CH ₃	-OH
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or a stereoisomer thereof.

10. (original) A pharmaceutical composition comprising a pharmaceutical carrier, and dispersed therein, a therapeutically effective amount of a compound of Claim 1.

11. (original) A pharmaceutical composition comprising a pharmaceutical carrier, and dispersed therein, a therapeutically effective amount of a compound of Claim 6.

12. (original) A pharmaceutical composition comprising a pharmaceutical carrier, and dispersed therein, a therapeutically effective amount of a compound of Claim 8.

13. (original) A method of inhibiting one or more of the isoforms of Akt in a mammal which comprises administering to the mammal a therapeutically effective amount of a compound of Claim 1.

14. (original) A method of inhibiting one or more of the isoforms of Akt in a mammal which comprises administering to the mammal a therapeutically effective amount of a compound of Claim 6.

15. (original) A method of inhibiting one or more of the isoforms of Akt in a mammal which comprises administering to the mammal a therapeutically effective amount of a compound of Claim 8.

16. (original) A method for treating cancer which comprises administering to a mammal in need thereof a therapeutically effective amount of a compound of Claim 1.

17. (original) A method for treating cancer which comprises administering to a mammal in need thereof a therapeutically effective amount of a compound of Claim 6.

18. (original) A method for treating cancer which comprises administering to a mammal in need thereof a therapeutically effective amount of a compound of Claim 8.

19. (original) A pharmaceutical composition made by combining the compound of Claim 1 and a pharmaceutically acceptable carrier.

20. (canceled)

21. (canceled)

22. (canceled)

23. (canceled)

24. (canceled)

25. (original) A method of treating or preventing cancer which comprises administering a therapeutically effective amount of a compound of Claim 1 in combination with a compound selected from:

- 1) an estrogen receptor modulator,
- 2) an androgen receptor modulator,
- 3) retinoid receptor modulator,
- 4) a cytotoxic agent,
- 5) an antiproliferative agent,
- 6) a prenyl-protein transferase inhibitor,
- 7) an HMG-CoA reductase inhibitor,
- 8) an HIV protease inhibitor,
- 9) a reverse transcriptase inhibitor,
- 10) an angiogenesis inhibitor,

- 11) a PPAR- γ agonists,
- 12) a PPAR- δ agonists,
- 13) an inhibitor of inherent multidrug resistance,
- 14) an anti-emetic agent,
- 15) an agent useful in the treatment of anemia,
- 16) an agent useful in the treatment of neutropenia,
- 17) an immunologic-enhancing drug,
- 18) an inhibitor of cell proliferation and survival signaling, and
- 19) an agent that interferes with a cell cycle checkpoint.

26. (canceled)

27. (canceled)